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COMPANIES FORM No. 403b

403b

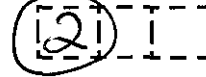
Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property or undertaking

Pursuant to section 403(1) (b) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number



3287957

Name of company

* NHP Securities No. 3 Limited

I, Sheila Kaul
of 35 Princes Court, Wembley, Middlesex, HA9 7JJ

~~XXXXXXX~~ [the secretary] ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ of the above company, do

solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [has been released from the charge] ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

Date and description of charge † 11 APRIL 1997 - DEBENTURE ✓

Date of registration 17 APRIL 1997 22-4-97

Name and address of [chargee] ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ The Governor and Company of the Bank of Scotland Commercial Banking Services of Telford House 3 Mid New Cultins Edinburgh EH11 4DH as Security Trustee (defined in the Debenture) ✓

Short particulars of property or undertaking released or no longer part of the company's property or undertaking § PLEASE SEE ATTACHED SCHEDULE.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Woking Surrey Declarant to sign below
Sheila Kaul

on

Day	Month	Year
27	04	2004

before me *M J Williams* (M J WILLIAMS)

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any):

Eversheds LLP
Holland Court
The Close
Norwich
NR1 4DX

CHC/ERF

01605 270000

For official use
Mortgage section

Post room



A02 COMPANIES HOUSE

AMF7KUPL

0125 30/04/04

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

SCHEDULE FOR COMPANIES HOUSE FORM 403(b)

1. All that freehold property known as:
 - The Limes Nursing Home, Main Street, Whaley Thorns, Nether Langwith, Mansfield, Derbyshire registered under title number DY122581 at HMLR;
 - The Fountains Nursing Home, Pleasington Close, Blackburn, Lancashire, BB2 1TU registered under title number LA645238 at HMLR;
 - Manvers Lodge (formerly Belmont Court Nursing Home) Care Centre, Manvers Road, Mexborough, South Yorkshire, S64 9EX registered under title number SYK228269 at HMLR;
 - Manvers View Residential Home, Manvers Road, Mexborough, South Yorkshire, S64 9EX registered under title number SYK228269 at HMLR;
 - Storthfield House (formerly Abbey Lodge) Nursing Home, Storth Lane, South Normanton, Alfreton, Derbyshire, DE55 3AA registered under title number DY298912 at HMLR; and
 - Woodcross House Nursing Home (Sedgley), Woodcross Street, Bilston, Wolverhampton, West Midlands, WV14 9RT registered under title numbers WM118589, WM200448 and WM386864 at HMLR

(together the “**Property**”).

2. All rights and claims to which the Company is now or may hereafter become entitled in relation to the Property including those against any manufacturer, supplier or installer of the Property, any builder, contractor or professional advisor engaged in relation to the Property and any lessee, sub-lessee or licensee of the Property including any rent deposit deed and any guarantor or surety for the obligations of such.
3. All the Company’s right, title and interest in and to all rights and claims to which the Company is or may become entitled under or in respect of the Documents listed below.
4. All the Company’s rights, title and interest in and to all rights to which the Company is or may become entitled to receive any proceeds of insurance in respect of the Property.

THE DOCUMENTS

Property	Security	Original Parties	Date
The Limes Nursing Home Main Street Whaley Thorns Nether Langwith Mansfield Derbyshire	Rent Deposit Deed	(1) NHP Securities No. 5 Limited (2) Highfield Healthcare Centres Limited (3) Highfield Holdings Limited	7 May 2003
	Mortgage Debenture	(1) Highfield Healthcare Centres Limited (2) NHP Securities No. 5 Limited	7 May 2003
	Deed of Guarantee	(1) NHP Securities No. 5 Limited (2) Highfield Healthcare Centres Limited (3) Highfield Holdings Limited	7 May 2003
	Deed of Covenant	Given by Highfield Holdings Limited in favour of NHP Securities No. 5 Limited	7 May 2003
The Fountains Nursing Home Pleasington Close Blackburn Lancashire BB2 1TU	Rent Deposit Deed	(1) NHP Securities No. 3 Limited (2) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)	4 April 2001
	Mortgage Debenture	(1) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited) (2) NHP Securities No. 3 Limited	4 April 2001
	Deed of Guarantee	(1) Highfield Care Homes Limited (formerly Palladium Healthcare Limited) (2) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited) (3) NHP Securities No. 3 Limited	4 April 2001
	Deed of Covenant	Given by Highfield Care Homes Limited (formerly Palladium Healthcare Limited) in favour of NHP Securities No. 3 Limited	4 April 2001

THE DOCUMENTS (CONT. 1)

Property	Security	Original Parties	Date
Manvers View Residential Home Manvers Road Mexborough South Yorkshire S64 9EX	Rent Deposit Deed	(1) NHP Securities No. 3 Limited (2) Highfield Care Homes No. 2 Limited (3) Highfield Care Homes Limited	15 January 2003
	Mortgage Debenture	(1) Highfield Care Homes No. 2 Limited (2) NHP Securities No. 3 Limited	15 January 2003
	Deed of Guarantee	(1) NHP Securities No. 3 Limited (2) Highfield Care Homes No. 2 Limited (3) Highfield Care Homes Limited	15 January 2003
	Deed of Covenant	Given by Highfield Care Homes Limited in favour of NHP Securities No. 3 Limited	15 January 2003
Manvers Lodge (formerly Belmont Court Nursing Home) Care Centre Manvers Road Mexborough South Yorkshire S64 9EX	Rent Deposit Deed	(1) NHP Securities No. 3 Limited (2) Highfield Care Homes No. 2 Limited (3) Highfield Care Homes Limited	15 January 2003
	Mortgage Debenture	(1) Highfield Care Homes No. 2 Limited (2) NHP Securities No. 3 Limited	15 January 2003
	Deed of Guarantee	(1) NHP Securities No. 3 Limited (2) Highfield Care Homes No. 2 Limited (3) Highfield Care Homes Limited	15 January 2003
	Deed of Covenant	Given by Highfield Care Homes Limited in favour of NHP Securities No. 3 Limited	15 January 2003

THE DOCUMENTS (CONT. 2)

Property	Security	Original Parties	Date
Storthfield House (formerly Abbey Lodge) Nursing Home Storth Lane South Normanton Alfreton Derbyshire DE55 3AA	Rent Deposit Deed	(1) NHP Securities No. 3 Limited (2) Highfield Care Homes No. 2 Limited (3) Highfield Care Homes Limited	24 January 2003
	Mortgage Debenture	(1) Highfield Care Homes No. 2 Limited (2) NHP Securities No. 3 Limited	24 January 2003
	Deed of Guarantee	(1) NHP Securities No. 3 Limited (2) Highfield Care Homes No. 2 Limited (3) Highfield Care Homes Limited	24 January 2003
	Deed of Covenant	Given by Highfield Care Homes Limited in favour of NHP Securities No. 3 Limited	24 January 2003
Woodcross House (Sedgley) Nursing Home Woodcross Street Bilston Wolverhampton West Midlands WV14 9RT	Rent Deposit Deed	(1) NHP Securities No. 5 Limited (2) Highfield Healthcare Centres Limited (3) Highfield Holdings Limited	28 January 2003
	Mortgage Debenture	(1) Highfield Healthcare Centres Limited (2) NHP Securities No. 5 Limited	28 January 2003
	Deed of Guarantee	(1) NHP Securities No. 5 Limited (2) Highfield Healthcare Centres Limited (3) Highfield Holdings Limited	28 January 2003
	Deed of Covenant	Given by Highfield Holdings Limited in favour of NHP Securities No. 5 Limited	28 January 2003